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Attorneys for Debtors and Reorganized Debtors

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric Company
☒ Affects both Debtors

** All papers shall be filed in the Lead Case, No. 19-30088 (DM).*

Bankruptcy Case No. 19-30088 (DM)

Chapter 11

(Lead Case) (Jointly Administered)

**DECLARATION OF ROBB MCWILLIAMS
IN SUPPORT OF REORGANIZED
DEBTORS' ONE HUNDRED
SEVENTEENTH OMNIBUS OBJECTION TO
CLAIMS (SATISFIED CLAIMS / NO
LIABILITY CLAIMS)**

**Response Deadline:
July 12, 2022, 4:00 p.m. (PT)**

Hearing Information If Timely Response Made:

Date: July 26, 2022

Time: 10:00 a.m. (Pacific Time)

Place: (Tele/Videoconference Appearances Only)
United States Bankruptcy Court
Courtroom 17, 16th Floor
San Francisco, CA 94102

1 I, Robb C. McWilliams, pursuant to section 1746 of title 28 of the United States Code, hereby
2 declare under penalty of perjury that the following is true and correct to the best of my knowledge,
3 information, and belief:

4 1. I am a Managing Director at the firm of AlixPartners, LLP (“**AlixPartners**”), which is
5 an affiliate of both AlixPartners, LLC and AP Services, LLC (“**APS**”). APS was previously retained to
6 provide interim management services to Pacific Gas and Electric Corporation and Pacific Gas and
7 Electric Company, as debtors and reorganized debtors (collectively, the “**Debtors**,” or, as reorganized
8 pursuant to the Plan, the “**Reorganized Debtors**”) in the above-captioned Chapter 11 cases (the
9 “**Chapter 11 Cases**”). I submit this Declaration in support of the *Reorganized Debtors’ One Hundred*
10 *Seventeenth Omnibus Objection to Claims (Satisfied Claims / No Liability Claims)* (the “**Omnibus**
11 **Objection**”),¹ filed contemporaneously herewith.

12 2. In my current position, I am responsible for overseeing the Bankruptcy Case Management
13 component of AlixPartners’ assignment to assist the Reorganized Debtors with various matters related
14 to these Chapter 11 Cases. My area of responsibility includes the effort by AlixPartners, in coordination
15 with the Reorganized Debtors, to review and assess the validity of all claims asserted against the Debtors,
16 other than (a) Fire Claims and Subrogation Wildfire Claims and (b) providing limited support with
17 respect to Securities Claims. I am generally familiar with the Reorganized Debtors’ day-to-day
18 operations, financing arrangements, business affairs, and books and records. Except as otherwise
19 indicated herein, all facts set forth in this Declaration are based upon my personal knowledge, the
20 knowledge of other AlixPartners professionals working under and alongside me on this matter, my
21 discussions with the Reorganized Debtors’ personnel, the Reorganized Debtors’ various other advisors
22 and counsel, and my review of relevant documents and information prepared by the Reorganized
23 Debtors. If called upon to testify, I would testify competently to the facts set forth in this Declaration. I
24 am authorized to submit this declaration on behalf of the Reorganized Debtors.

25 3. The AlixPartners team under my supervision has been actively and intimately involved
26 in the claims review and reconciliation process since shortly after the filing of these Chapter 11 Cases.

27 ¹ Capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in
28 the Omnibus Objection.

1 AlixPartners initially assisted the Debtors in the preparation of their bankruptcy schedules based on the
2 Debtors' books and records. As claims were filed, AlixPartners coordinated with the Debtors the process
3 of reconciling filed claims with the Debtors' schedules and books and records to determine the validity
4 of filed claims based on those schedules and books and records. AlixPartners has developed and
5 maintains a claims reconciliation database and various data management applications that are used by
6 the Reorganized Debtors and AlixPartners to identify both valid claims as well as claims that are not
7 valid in whole or in part and the appropriate grounds for objection to such claims. AlixPartners is now
8 supporting, and will continue to support, the efforts of the Reorganized Debtors and their counsel to
9 resolve disputed claims, including by formal objections as necessary.

10 **A. The Satisfied Claims**

11 4. As part of the claims review and reconciliation process described in Paragraph 3 above,
12 the AlixPartners team, working with the Reorganized Debtors' personnel and other professionals,
13 identified claims that were satisfied or released during or prior to these Chapter 11 Cases in accordance
14 with the Bankruptcy Code, any applicable rules, or Court orders (the "**Satisfied Claims**"). The Satisfied
15 Claims are identified on **Exhibit 1** hereto, in the column entitled "Claims To Be Disallowed and
16 Expunged." **Exhibit 1** also identifies in the "Basis for Objection" that the Satisfied Claims are classified
17 as "**Beneficial Bondholder Claims**," which means that the Satisfied Claims were asserted by individual
18 bondholders and are redundant of claims held by (a) BOKF, NA, in its capacity as successor indenture
19 trustee under the Indentures dated as of (i) April 22, 2005 Supplementing, Amending and Restating the
20 Indenture of Mortgage Dated March 11, 2004 (ii) November 29, 2017 and (iii) August 6, 2018, each as
21 supplemented or amended (as defined in Sections 1.227 and 1.229 of the Plan, the "**Utility Impaired**
22 **Senior Note Claims**") and (b) Deutsche Bank National Trust Company, in its capacity as Indenture
23 Trustee under the Indentures dated as of (i) September 1, 2008 and (ii) April 1, 2010 (as defined in
24 Section 1.234 of the Plan, the "**Utility PC Bond (2008 F and 2010 E) Claims**"). The Utility Impaired
25 Senior Note Claims were satisfied pursuant to Section 4.18 of the Plan, and the Utility PC Bond (2008
26 F and 2010 E) Claims were satisfied pursuant to Section 4.22 of the Plan. The Utility Impaired Senior
27 Note Claims were satisfied through a combination of cash payments for interest due and new securities,
28 while the Utility PC Bond (2008 F and 2010 E) Claims were satisfied by cash payments for outstanding

1 principal, interest and fees owed. Given that the Utility Impaired Senior Note Claims and the Utility PC
2 Bond (2008 F and 2010 E) Claims have been fully satisfied under the Plan, any recovery by holders of
3 the Beneficial Bondholder Claims would be duplicative. Holders of the Beneficial Bondholder Claims
4 must look to the respective indenture trustees, and not the Reorganized Debtors, for payment of their
5 Claims, if appropriate.

6 **B. The No Liability Claims**

7 5. As part of the claims review and reconciliation process described in Paragraph 3 above,
8 the AlixPartners team, working with the Reorganized Debtors' personnel and other professionals,
9 identified claims for which the Reorganized Debtors are not liable (the "**No Liability Claims**"). The No
10 Liability Claims are identified in **Exhibit 1** hereto, in the column entitled "Claims To Be Disallowed
11 and Expunged." **Exhibit 1** also specifically identifies in the "Basis for Objection" that the No Liability
12 Claims are classified as "Equity Interest Claims," which means that they were based purely upon the
13 Claimant's holding of the Debtors' common stock, which interests remain outstanding, were subject to
14 dilution in accordance with the Plan, and are not otherwise entitled to a distribution or right to payment
15 under the Plan. The No Liability Claims are not claims brought as Securities Claims as they do not
16 allege purchases of shares within the Subject Period (and they were not submitted on the separate
17 Securities Claim proof of claim form).

18 Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and
19 correct to the best of my knowledge, information, and belief. Executed this sixteenth day of June, 2022.

20 /s/ Robb McWilliams
21 Robb McWilliams
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